



Wiley Rein & Fielding LLP

COPY

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

December 15, 2006

VIA HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: IB Docket No. 06-225

Dear Ms. Dortch:

Enclosed for filing please find an original and five (5) copies of the application of Telenor ASA ("Telenor") to Inceptum 1 AS ("Inceptum") to transfer control of Telenor Satellite Services, Inc. from Telenor to Inceptum. Telenor Satellite Services, Inc. has two pending applications for international section 214 authority.

Because the International Bureau Filing System will not permit the electronic submission of this application, Telenor and Inceptum are filing the application in paper format, per the recommendation of, and in accordance with a waiver from, the International Bureau.

Please contact the undersigned with any questions.

Respectfully submitted,

Nancy J. Victory
Chin Kyung Yoo

Counsel for Telenor ASA

DOCKET FILE COPY / ORIGINAL

Chin Kyung Yoo
202.719.3581
cyoo@wrf.com

FILED/ACCEPTED

DEC 15 2006

Federal Communications Commission
Office of the Secretary

No. of Copies rec'd
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024

Yoo, Chin K.

From: James Ball [James.Ball@fcc.gov]
Sent: Thursday, December 14, 2006 6:57 PM
To: Yoo, Chin K.
Cc: David Krech; Joann Ekblad; Cara Grayer; Mikelle Morra; Victory, Nancy
Subject: Re: Request for Waiver - Telenor ASA/ Inceptum 1 AS Application to Transfer Control of Telenor Satellite Services, Inc.

Per this e-mail, your request for a waiver is granted.

Sent from my BlackBerry Wireless Handheld

----- Original Message -----

From: Yoo, Chin K. <CYoo@wrf.com>
To: James Ball
Cc: David Krech; Joann Ekblad; Cara Grayer; Mikelle Morra; Victory, Nancy
<nvictory@wrf.com>
Sent: Thu Dec 14 18:20:48 2006
Subject: Request for Waiver - Telenor ASA/ Inceptum 1 AS Application to Transfer Control of Telenor Satellite Services, Inc.

Dear Mr. Ball,

Per the request of the International Bureau, Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") are filing an application for the transfer of control from Telenor to Inceptum of Telenor's wholly-owned subsidiary, Telenor Satellite Services, Inc. ("TSSI"), which has two pending applications for international section 214 authority. Because TSSI's 214 applications have not yet been granted, the International Bureau Filing System will not allow the submission of the transfer of control application. Therefore, per the recommendation of David Krech and Joann Ekblad, Telenor and Inceptum are requesting a waiver of Section 63.24(h) to permit the filing of this application in paper form with the Secretary's office. We respectfully request action on this waiver as soon as possible so that the parties can move forward with the submission of the application. Thank you very much for your time and attention.

Respectfully submitted,

Chin Kyung Yoo
Counsel for Telenor ASA

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Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
214 T/C from Telenor ASA to Inceptum 1 AS (00558, 00559)

1. Legal Name of Applicant

Name:	Telenor Satellite Services, Inc.	Phone Number:	301-838-7807
DBA Name:		Fax Number:	301-838-7752
Street:	1101 Wootton Parkway	E-Mail:	robert.swanson@telenor-usa.com
	10th Floor		
City:	Rockville	State:	MD
Country:	USA	Zipcode:	20852 -
Attention:	Robert W. Swanson		

2. Name of Contact Representative

Name:	Nancy J. Victory	Phone Number:	202-719-7344
Company:	Wiley Rein & Fielding LLP	Fax Number:	202-719-7049
Street:	1776 K Street NW	E-Mail:	nvictory@wrf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT	File Number: IT	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
C214200612130 0558	C214200612130 0559						

5. Name of Section 214 Authorization Holder

Name:	Telenor Satellite Services, Inc.	Phone Number:	301-838-7807
DBA Name:		Fax Number:	301-838-7752
Street:	1101 Wootton Parkway	E-Mail:	robert.swanson@telenor-usa.com
	10th Floor		
City:	Rockville	State:	MD
Country:	USA	Zipcode:	20852
Attention:	Robert W. Swanson		

6. Name of Assignor / Transferor

Name:	Telenor ASA	Phone Number:	47 810 77 000
DBA Name:	TELENOR ASA	Fax Number:	47 6789 2432
Street:	Snaroyveien 30, N-1331 Fornebu	E-Mail:	
City:		State:	
Country:	NOR	Zipcode:	-
Attention:	Pal Wien Espen		

7. Name of Assignee / Transferee

Name:	Inceptum 1 AS	Phone Number:	33 1 53 65 01 29
DBA Name:		Fax Number:	
Street:	Dronning Mauds gate 11 0201 Oslo	E-Mail:	
City:		State:	
Country:	NOR	Zipcode:	-
Attention:	Bertrand Pivin		

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Request for consent to transfer control of Telenor Satellite Services, Inc. from Telenor ASA to Inceptum 1 AS.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does **the** assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14–20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor
Telenor ASA

29. Printed Name of Assignee / Transferee
Inceptum 1 AS

27. Title (Office Held by Person Signing)
General Counsel

30. Title (Office Held by Person Signing)
Chairman of the Board of Directors

28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)
Pal Wien Espen

31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)
Bertrand Pivin

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") (together "Applicants" or "Parties"), hereby request Commission consent pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, to the transfer of control to Inceptum of Telenor Satellite Services AS ("TSS") and its wholly owned subsidiaries. On October 25, 2006, Telenor and Inceptum entered into a Share Purchase Agreement pursuant to which Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of four indirect wholly-owned TSS subsidiaries that hold authorizations issued pursuant to Section 214 of the Act¹ to provide international telecommunications services or have applications pending for such authority: Telenor Satellite, Inc., Marlink, Inc., GMPCS Personal Communications, Inc., and Telenor Satellite Services, Inc. (collectively, the "TSS Subsidiaries"). The Parties, the proposed transaction and its public interest benefits are described in more detail in the Consolidated Application for Consent to Transfer of Control and Petition for Declaratory Ruling, an amended copy of which is attached as Exhibit A.

Answer to Question 10:

Correspondence concerning this Application should be addressed to:

For Inceptum:

Peter Rohrbach
Karis Hastings
Hogan & Hartson L.L.P.
555 13th Street N.W.
Washington, D.C. 20004-1109
Phone: (202) 637-5600
Fax: (202) 637-5910
E-mail: PARohrbach@hhlaw.com
KAHastings@hhlaw.com

With a copy to:

Geoffrey Leland
Dominique Parent
Apax Partners S.A.

¹ Telenor Satellite, Inc. also holds fixed and mobile earth station licenses, experimental authorizations, and a business radio license. The Parties are concurrently filing applications seeking Commission consent to the transfer of control of these licenses.

45 avenue Kléber
75784 Paris Cedex 16
France
Phone: 00 33 1 53 65 01 40
E-mail: geoffrey.leland@apax.fr
dominique.parent@apax.fr

For Telenor, TSS and the TSS Subsidiaries:

Nancy J. Victory
Chin Yoo
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
Phone: (202) 719-7344
Fax: (202) 719-7049
E-mail: NVictory@wrf.com
CYoo@wrf.com

With copies to:

Pål Wien Espen
Telenor ASA
Snarøyveien 30, 1331 Fornebu
Norway
Phone: +47 810 77 000
Fax: +47 6789 2432
E-mail: pwe@telenor.com

and

Robert W. Swanson
Telenor Satellite Services Holdings, Inc.
1101 Wootton Parkway, 10th Floor
Rockville, MD 20852
Phone: (301) 838-7807
Fax: (301) 838-7752
E-mail: robert.swanson@telenor-usa.com

In addition to the authorizations identified in response to Question 4 of the Commission's electronic form, the TSS Subsidiaries hold the following Section 214 authorizations:²

Telenor Satellite, Inc. holds the following Section 214 authorizations as granted by the Commission and listed in Appendix A to the Order and Authorization of December 18, 2001:

ITC-86-087
ITC-86-149
ITC-87-027
ITC-87-111
ITC-88-084
ITC-89-076
ITC-90-129
ITC-89-119
ITC-92-030, ITC-92-031
ITC-90-085
ITC-90-133
ITC-92-063
ITC-91-228
ITC-92-076
ITC-92-075
ITC-91-088; ITC-91-089 214; ITC-91-022; ITC-91-186; ITC-91-139; ITC-91-228; ITC-92-030, 031, 032
ITC-94-016
ITC-94-025
ITC-94-077
ITC-214-19960501-00176 (ITC-96-278)
CC Docket 87-75
SES-MS-19990331-02474
SAT-ITC-20000605-00103; ITC-97-222; ITC-214-19970414-000206
ITC-94-063
ITC-95-422
ITC-93-266

Telenor Satellite Services, Inc. has filed the following applications for authority pursuant to Section 214:

² A complete list of the international Section 214 authorizations held by the TSS Subsidiaries is also set forth in Attachment 1 to Exhibit A under the heading "Section 214 Authorizations." Inceptum does not hold any authorizations pursuant to Section 214.

File No. ITC-214-20061213-00558 (global facilities-based and resale authority and authority for satellite services)

File No. ITC-214-20061213-00559 (BGAN and existing and evolved services using Inmarsat 4 satellites)

Answer to Question 11:

The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly control a ten percent or greater interest in Inceptum at the time the proposed transaction is consummated. More detailed information regarding the ownership and control of Inceptum is provided in Attachment 2 to Exhibit A.

Name of Beneficial Owner:	Luxembourg Holdco 2 (to be formed and named)
Business Type:	Holding Company
Address:	This entity has not yet been created.
Citizenship:	Luxembourg
Percentage of Ownership:	100% direct ownership of Inceptum

Name of Beneficial Owner:	Luxembourg Holdco 1 (to be formed and named)
Business Type:	Holding Company
Address:	This entity has not yet been created.
Citizenship:	Luxembourg
Percentage of Ownership:	100% indirect ownership of Inceptum

Name of Beneficial Owner:	Apax France VI FCPR
Business Type:	Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	72% indirect ownership of Inceptum. The managing entities and individuals of Apax France VI FCPR collectively have investment commitments of 1.64% of the total Apax France VI investment commitments. No single investor in Apax France VI FCPR has made investment commitments equal to or greater than 10% of the total commitments.

Name of Beneficial Owner:	Apax Partners, S.A.
Business Type:	Investment Fund Manager
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	100% control of Apax France VI FCPR Apax Partners, S.A. is the Manager of Apax France VI FCPR.

Name of Beneficial Owner:	MMG SAS
Business Type:	Holding Company
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	54.48% ownership of Apax Partners, S.A.

Name of Beneficial Owner:	Apax Partners SNC
Business Type:	Holding Company
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	62.25% ownership of MMG SAS

Name of Beneficial Owner:	Amboise Investissement SCA
Business Type:	Investment Fund, Société en Commandite par Actions (Limited Partnership with shares)
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	20% indirect ownership of Inceptum. No investor in Amboise Investissement SCA has an indirect interest of 10% or greater in Inceptum.

Name of Beneficial Owner:	Société Européenne Iéna SAS
Business Type:	General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	Co-100% control of Amboise Investissement SCA. Société Européenne Iéna SAS is a general partner of Amboise Investissement SCA.

Name of Beneficial Owner:	Apax Partners et Compagnie Gérance II S.A.S.
Business Type:	Managing General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	Co-100% control of Amboise Investissement SCA. Apax Partners et Compagnie Gérance II S.A.S. is the Managing General Partner of Amboise Investissement SCA

Name of Beneficial Owner:	Apax Partners & Cie Gérance SA
Business Type:	Managing General Partner of Investment Fund
Address:	45 avenue Kléber 75784 Paris Cedex 16 France
Citizenship:	France
Percentage of Ownership:	99.96% ownership of Apax Partners et Compagnie Gérance II S.A.S., which is the Managing General Partner of Amboise Investissement SCA

Name of Beneficial Owner:	Maurice Tchénio
Business Type:	Individual
Address:	52 Boulevard Maillot 92200 Neuilly sur Seine France
Citizenship:	France
Percentage of Ownership:	20.6% (direct and indirect) interest in Apax Partners S.A., 79.9% (direct and indirect) interest in Apax Partners et Compagnie Gérance II, and 96% interest in Société Européenne Iéna SAS

Name of Beneficial Owner:	Romain Tchénio
Business Type:	Individual
Address:	52 Boulevard Maillot 92200 Neuilly sur Seine France
Citizenship:	France
Percentage of Ownership:	33.87% (direct and indirect) interest in Apax Partners S.A.

Name of Beneficial Owner:	Patrick De Giovanni
Business Type:	Individual
Address:	11 Sente du Bois des Dames 92420 Vaucresson France
Citizenship:	France
Percentage of Ownership:	11% interest in Apax Partners, S.A.

Name of Beneficial Owner:	Edgard Misrahi
Business Type:	Individual
Address:	3 Rue Maspero 75116 Paris France
Citizenship:	France
Percentage of Ownership:	15% interest in Apax Partners, S.A.

Name of Beneficial Owner:	Laurent Ganem
Business Type:	Individual
Address:	3 Bis Rue des Beaux-Arts 75006 Paris France
Citizenship:	France
Percentage of Ownership:	10% interest in Apax Partners, S.A.

Answer to Question 13:

Inceptum and Telenor have entered into a Share Purchase Agreement pursuant to which Inceptum will acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of the four indirect wholly-owned TSS subsidiaries that hold authorizations issued pursuant to Section 214 of the Act to provide international telecommunications services or have applications pending for such authority: Telenor Satellite, Inc., Marlink, Inc., GMPCS Personal Communications, Inc., and Telenor Satellite Services, Inc. Additional information regarding the proposed transaction is provided in Section II of Exhibit A.

Answer to Question 14:

Upon consummation of the transaction that is the subject of this Application, Inceptum's United States operating subsidiaries will have affiliations with the foreign carriers within the meaning of sections 63.09(d) and (e) of the Commission's rules that operate in the following countries: Martinique, Guadeloupe, French Guyana, Reunion, France and Algeria.

Answer to Question 15:

Inceptum certifies that it is under common control with the following foreign carriers :

Carrier Name	Countries of Operation	Market Power
Outremer Télécom	Martinique, Guadeloupe, French Guyana, Reunion	No
France Telecom Mobile Satellite Communications Services, S.A.	France and Algeria	No

Answer to Question 16:

The foreign carriers with which Inceptum is affiliated lack market power in the countries in which they operate. Neither carrier is included in the Commission's most recent "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA 04-1584, May 28, 2004. In addition, each of Inceptum's foreign carrier affiliates lacks 50 percent market share in the international transport, intercity services, and local access markets on the foreign end of the U.S.-foreign route.

Answer to Question 20:

This international Section 214 Application qualifies for streamlined processing pursuant to Section 63.12. Although Inceptum will be affiliated with the foreign carriers identified above, each of those foreign carrier affiliates is presumed to be non-dominant pursuant to section 63.10(a)(3) of the Commission's rules because it "lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route." The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Telenor ASA, Transferor,

and

Inceptum 1 AS, Transferee

Consolidated Application for Consent to Transfer of
Control and Petition for Declaratory Ruling

IB Docket No. 06-225

FCC File Nos. _____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL
AND PETITION FOR DECLARATORY RULING (*CORRECTED*)**

Telenor ASA ("Telenor") and Inceptum 1 AS ("Inceptum") (together "Applicants" or "Parties"), hereby request Commission consent to the transfer of control to Inceptum of Telenor Satellite Services AS ("TSS") and its indirect wholly owned FCC-authorized subsidiaries. On October 25, 2006, Telenor and Inceptum entered into a Share Purchase Agreement ("SPA") pursuant to which Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction thus will result in a change in control of Commission licenses and authorizations held by four indirect wholly-owned TSS subsidiaries. Specifically, Telenor Satellite Inc. ("Telenor Satellite") holds international Section 214 authorizations, fixed and mobile earth station licenses, experimental authorizations, and a business radio license; GMPCS Personal Communications, Inc. ("GMPCS") and Marlink, Inc. ("Marlink") hold international Section 214 authorizations; and Telenor Satellite Services, Inc. ("TSSI") has applications pending for international Section 214 authorizations. Telenor Satellite, GMPCS, Marlink, and TSSI are collectively referred to herein as the "TSS Subsidiaries."

The Parties also petition the Commission for a declaratory ruling that continued indirect foreign investment of up to one hundred percent (100%) in the TSS Subsidiaries is in the public interest under Section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4).

As explained further below, grant of the requested consent to transfer of control and declaratory ruling will serve the public interest. The acquisition of TSS by Inceptum will enhance the ability of TSS and its subsidiaries to continue to compete in the market for fixed and mobile satellite services. The transaction will not adversely affect competition in any telecommunications market. Inceptum is owned and controlled by WTO-member country investors. Inceptum has committed to comply fully with the existing national security agreement and implementation plan between TSS and agencies of the United States Government. The Parties request that the Commission process this application promptly to permit them to close the transaction and allow Inceptum to implement its plans to enhance TSS operations.

This narrative is being filed to accompany applications requesting approval of the transfer of control to Inceptum of the following authorizations held by the TSS Subsidiaries:

- (1) Eighteen (18) fixed land earth station licenses held by Telenor Satellite;
- (2) Five (5) blanket mobile earth station licenses held by Telenor Satellite;
- (3) One (1) private land mobile license held by Telenor Satellite;
- (4) Three (3) experimental licenses held by Telenor Satellite;
- (5) Twenty-eight (28) international Section 214 authorizations held by Telenor Satellite;
- (6) One (1) international Section 214 authorization held by Marlink; and
- (7) One (1) international Section 214 authorization held by GMPCS.

In addition, the parties have submitted an application requesting the approval of the transfer of control to Inceptum of TSSI, which has pending two (2) applications for international Section 214 authority.¹

I. DESCRIPTION OF THE PARTIES

A. The Telenor Parties

Telenor ASA, the transferor, is a Norwegian company that provides mobile communications services worldwide as well as wireline and broadcast services in the Nordic region. Shares of Telenor are traded on the Oslo and NASDAQ exchanges. The government of Norway is the single largest Telenor shareholder, with a 53.99% interest in the company.

TSS is a Norwegian entity wholly owned by Telenor that was established in 2001, when Telenor acquired Comsat Mobile Communications.² TSS and its subsidiaries offer: (i) fixed satellite services targeting the stationary communications solutions market; (ii) mobile satellite services targeting the aeronautical, maritime and land-based mobile markets with movable or portable communications requirements; and (iii) semi-fixed or hybrid solutions combining fixed and mobile satellite services. TSS services are used worldwide by maritime fleets, emergency response teams, government and military units, news gathering organizations, natural resource exploration companies, enterprise businesses, and airlines.

¹ Applications seeking the transfer of control of licenses and authorizations held by Telenor Satellite, GMPCS and Marlink were filed on Nov. 29, 2006. An application seeking the transfer of control of TSSI's applications for international Section 214 authorizations was filed on Dec. 15, 2006.

² See *Lockheed Martin Global Telecommunications, Comsat Corp., and Comsat General Corp., Assignor, and Telenor Satellite Mobile Services, Inc. and Telenor Satellite, Inc., Assignee, Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 16 FCC Rcd 22897 (2001) ("Telenor-Comsat Mobile Order").

Telenor Satellite is a Delaware corporation and an indirect, wholly-owned subsidiary of TSS. Telenor Satellite holds FCC licenses for fixed and mobile earth stations, experimental authorizations, and a business radio license. Telenor Satellite also has pending applications to provide Broadband Global Area Network ("BGAN") services using Inmarsat space segment and currently has special temporary authority to offer BGAN services while those applications are pending.

Telenor Satellite and two sister entities, GMPCS and Marlink, also hold authority pursuant to Section 214 of the Act to provide international common carrier services. Like Telenor Satellite, GMPCS and Marlink are Delaware corporations that are indirect wholly-owned subsidiaries of TSS. Attachment 1 hereto provides a list of the TSS Subsidiaries' existing FCC licenses and authorizations.

TSSI is also a Delaware corporation that is an indirect wholly-owned subsidiary of TSS. TSSI is separately incorporated to operate the business associated with Telenor Satellite's FCC licenses. In the *Telenor-Comsat Mobile Order*, the Commission found that "the proposed assignment of FCC licenses and authorizations [related to Comsat Mobile Communications ("CMC")] to Telenor Satellite and the operation of CMC's business by... Telenor Satellite Services Inc., is in the public interest."³ TSSI provides fixed and mobile communications services via owned earth stations, including two U.S.-licensed teleports (one in Southbury, Connecticut and the other in Santa Paula, California), and as a reseller to customers that include commercial shipping companies, airlines, U.S. military and other government agencies, and others with global communications requirements. TSSI currently has pending two applications for international Section 214 authority.⁴

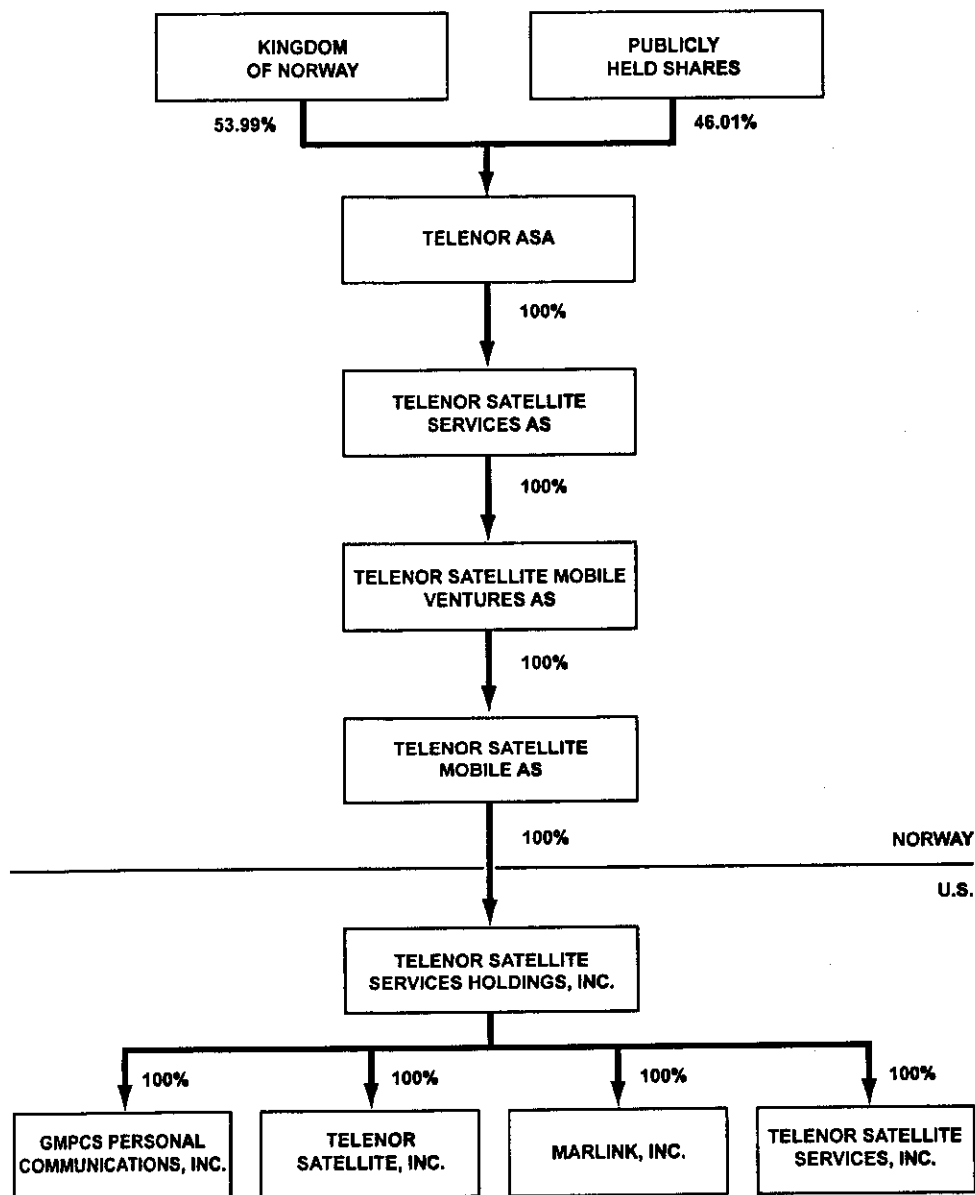
³ *Telenor-Comsat Mobile Order* at ¶ 2.

⁴ See File Nos. ITC-214-20061213-00558; ITC-214-20061213-00559.

The following chart depicts the current ownership structure of TSS and its

subsidiaries:

Current Ownership of TSS and Subsidiaries



B. Inceptum

Inceptum, the transferee, is incorporated in Norway and owned by three entities.

Apax France VI FCPR, a *fonds commun de placement à risques* incorporated under French law ("Apax France"), holds 72% of the share capital and voting rights of Inceptum. Amboise

Investissement SCA (“Amboise”) and Altamir & Cie SCA (“Altamir”) hold respectively 20% and 8% of the share capital and voting rights of Inceptum. Amboise and Altamir are *Société en Commandite par Action*, entities equivalent to limited partnerships in the United States (limited partnership with shares). Apax France, Amboise, and Altamir are collectively referred to herein as the “Investment Funds.” Ultimate control of the Investment Funds is held by Maurice and Romain Tchénio (the “Tchénios”), who indirectly hold controlling interests in the managing general partners of all three funds. Maurice and Romain Tchénio are citizens of France, a WTO member country.

Apax Partners S.A. (“APSA”), a *société anonyme* incorporated under French law, has the sole responsibility for management and administration of Apax France. The 10% or greater owners of APSA are as follows: Maurice Tchénio (20.6% directly and indirectly), Romain Tchénio (33.87% directly and indirectly),⁵ Edgard Misrahi (15%), Patrick De Giovanni (11%) and Laurent Gamen (10%). All of these individuals are citizens of France, a WTO member country.

The investors in Apax France are U.S. and non-U.S. institutional investors, pension funds, companies, and individuals. All non-U.S. entities are organized in and have their principal places of business in WTO member countries, and all non-U.S. individuals are citizens of WTO member countries. No single investor has made investment commitments equal to or greater than 10% of the total commitments. None of the investors in Apax France has any control or right to control the management or voting of the shares owned by Apax France.

⁵ Additional details regarding the Tchénios’ holdings in Apax France are provided in Attachment 2.

Amboise and Altamir are co-Investing Funds of Apax France. The managing general partners of Amboise and Altamir are advised by APSA, and Amboise and Altamir invest *pari passu* with funds directly managed by APSA, taking minority non-controlling stakes. Amboise is controlled by its two general partners. Apax Partners et Compagnie Gérance II SAS ("APCG II") is the managing general partner of Amboise and has principal responsibility for the management and administration of Amboise. Three individuals indirectly own more than 10% of APCG II: Maurice Tchénio (79.9%), a French citizen, Ronald Cohen (10.04% interest), a United Kingdom citizen, and Alan Patricof (10% interest), a U.S. citizen. The second general partner of Amboise is Société Européenne Iena SAS ("SEI"). The only owner with a greater than 10% interest in SEI is Maurice Tchénio, a French citizen (96% interest). No individual investor in Amboise owns a sufficiently large equity interest to give the investor indirect ownership of 5% or more of Inceptum, when diluted by Amboise's respective interest in Inceptum. None of the investors in Amboise has any control or right to control the management or voting of the shares owned by Amboise.

Similarly, Altamir is also controlled by two general partners. Apax Partners & Cie Gérance SA ("APCG") is the managing general partner, and Société Européenne Kléber SA ("Kléber") is a general partner. The following individuals have more than a 10% ownership interest in the entities that control Altamir: Maurice Tchénio (79.8% of APCG and 23% of Kléber); Edgard Misrahi (18.84% of Kléber); Patrick De Giovanni (12.56% of Kléber); Ronald Cohen (10.04% of APCG); and Alan Patricof (10% of APCG).

Apax France, Amboise and Altamir own MobSat S.A.S. ("MobSat") in the same proportions and on the same terms as their ownership here of Inceptum. MobSat recently acquired FTMSC US, LLC ("FTMSC"), a company with FCC special temporary authority and

pending applications for regular authority to offer BGAN service in the U.S.⁶ In addition, Apax France is affiliated with two foreign carriers: *Outremer Télécom*, which operates in the French Overseas Territories (Martinique, Guadeloupe, French Guyana, and Reunion), and France Telecom Mobile Satellite Communications Services, S.A., which operates in France and Algeria. Neither carrier has market power in any of these countries. Otherwise, Apax France, Amboise and Altamir do not, directly or indirectly, hold any telecommunications licenses in the U.S. or in any other country, or have any affiliation with a foreign carrier.⁷

Attachment 2 hereto provides additional information regarding the ownership and control of Apax France, Amboise, and Altamir.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the SPA, Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction will result in a change in control of TSS and its

⁶ See File Nos. ITC-STA-20061006-00458; SES-STA-20061006-01820; ITC-AMD-20060804-00388; SES-AMD-20060804-01315.

⁷ Apax France and its co-investing funds are independent of Apax Partners Worldwide ("APW") and Apax Partners Holdings Limited ("APHL"), which indirectly hold interests in Intelsat and in other telecommunications operators. Mr. Maurice Tchénio (a French citizen), was a founding member, together with Sir Ronald Cohen (a U.K. citizen), and Mr. Alan Patricof (a U.S. citizen), of the original firm that bore the name "Apax Partners." While using a single brand name, the entity in practice operated as three distinct businesses, based on geographical differentiation, with Mr. Tchénio responsible for investments in France, Sir Ronald Cohen responsible for investments in the U.K. and Europe outside France, and Mr. Patricof responsible for investments in the U.S. Over time, these three individuals developed their respective business portfolios in different directions and via distinct legal entities. Today Mr. Tchénio continues to control APSA, which invests almost exclusively in French companies. He retains small ownership interests in APW (1.71% indirect interest) and APHL (5.4%), but has no active role in their activities. Sir Ronald Cohen and Mr. Patricof have retired from APW and APHL, and as retired partners, retain a small ownership interest in those entities. They each retain a less than .01% interest in APSA and interests of approximately 10% each in the general partners of Amboise and Altamir, but they take no active role in management of these entities. Thus, the APW/APHL telecommunications investments are not attributable to Apax France, and there are no competitive issues relating to the APW/APHL investments that must be addressed here.

subsidiaries, including the TSS Subsidiaries, which will become indirect wholly-owned subsidiaries of Inceptum.

The final ownership structure of TSS and the TSS Subsidiaries will include certain holding companies that have not yet been formed. Specifically, prior to closing, Apax France will set up a holding company organized under the laws of Luxembourg (referred to for present purposes as "Luxembourg Holdco 1"). Luxembourg Holdco 1 will also set up a holding company organized under the laws of Luxembourg (referred to for present purposes as "Luxembourg Holdco 2"). Luxembourg Holdco 2 will own all the shares of Inceptum. In addition, Inceptum will establish a U.S. holding company organized under the laws of Delaware (referred to for present purposes as "US Holdco"), which will be a wholly-owned subsidiary of Inceptum. When Inceptum purchases TSS at closing, therefore, US Holdco will become a sister corporation to TSS.

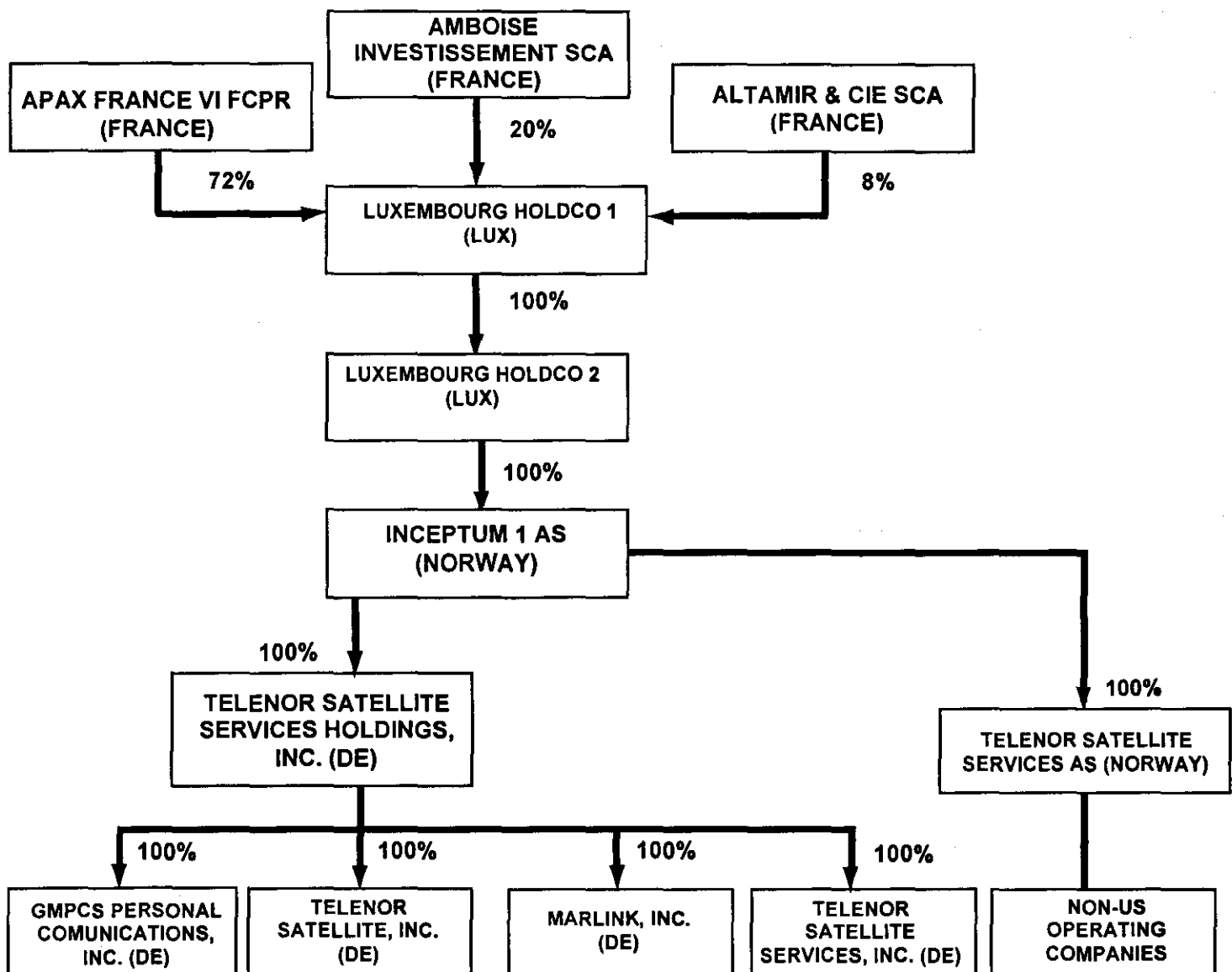
Immediately following closing, the U.S. subsidiaries of TSS will be transferred to US Holdco. Specifically, once Inceptum acquires TSS, the shares of Telenor Satellite Services Holdings, Inc. ("TSSH"), the immediate parent of the TSS Subsidiaries, will be transferred to US Holdco, making TSSH a wholly-owned subsidiary of US Holdco. TSSH will then be merged into US Holdco, with TSSH surviving.⁸ TSS and its other subsidiaries will form a separate ownership chain under Inceptum.

Thus, the final ownership structure will be as follows: Apax France, Amboise and Altamir will collectively hold all the shares of Luxembourg Holdco 1, with Apax France holding a controlling 72% interest, and Amboise and Altamir holding non-controlling minority

⁸ Inceptum is considering alternatives to a merger of TSSH into US Holdco, which may result in TSSH remaining as a wholly-owned subsidiary of US Holdco or being dissolved. If one of these alternative structures is chosen, it will not affect the ultimate ownership and control of the TSS Subsidiaries. The Parties will advise the Commission once a final decision is made regarding these matters.

interests of 20% and 8%, respectively. Luxembourg Holdco 1 will hold 100% of the shares of Luxembourg Holdco 2, which in turn will hold 100% of the shares of Inceptum. Inceptum will hold 100% of the shares of TSS and TSSH. The TSS Subsidiaries will be direct, wholly-owned subsidiaries of TSSH.

The following chart depicts the post-closing ownership structure:



III. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST

Pursuant to Sections 310(d) and 214 of the Act, the Commission must determine whether a proposed transaction will serve “the public interest, convenience and necessity.” 47 U.S.C. §§ 214, 310(d). In order to make such a finding, the Commission initially considers whether the proposed transferee is qualified to hold Commission authorizations. The Commission also evaluates the impact of the transaction on Commission objectives. Specifically, the Commission assesses the transaction in light of the “broad aims of the Communications Act,” which include “a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest.”⁹ Finally, under Section 310(b)(4) of the Act, the Commission must make a determination whether proposed indirect foreign ownership of common carrier licensees is consistent with the public interest.

As discussed below, the proposed transaction will promote competition and is consistent with the public interest and the requirements of the Communications Act.

A. Inceptum Is Qualified to Acquire a Commission Licensee

Inceptum, the proposed transferee, and its owners have the required “citizenship, character, financial, technical, and other qualifications” to control a Commission licensee. *Id.* at ¶ 22 (footnote omitted). Mr. Maurice Tchénio, the CEO of APSA, has more than three decades of experience in investing in a broad range of enterprises, including companies in the media and technology sectors. Apax France, a fund created in 2000, has assets of more than 650 million

⁹ *Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors, and Intelsat Holdings, Ltd., Transferee, Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion and Order, FCC 06-85, 21 FCC Rcd 7368 (2006) (“*Intelsat-PanAmSat Order*”) at ¶18 (footnote omitted).

Euros and investments in companies, almost exclusively based in France, with operations in the health care, e-commerce, software and information technology, and media and telecommunications fields. The APSA funds have a strong history of improving the operational efficiency and overall performance of companies in which they invest. The acquisition of TSS by Inceptum will provide the TSS Subsidiaries with access to capital and management expertise that will enhance their ability to expand their operations and develop and introduce new products and services.

B. The Transaction Will Enhance Competition and Thereby Serve the Public Interest

Inceptum's acquisition of TSS and the TSS Subsidiaries will enhance competition in the satellite services marketplace by giving TSS and the TSS subsidiaries the benefit of the robust operational expertise and strong financial position of the Apax France entities. As discussed above, Apax France and APSA have extensive experience in acquiring companies and improving their performance, including companies in the media and telecommunications industries. Furthermore, access to the significant financial resources of the Investment Funds will bolster the TSS entities' ability to pursue expansion of the scope and reach of their services. These advantages will help the TSS Subsidiaries retain their existing customers and attract new ones in competition with rival suppliers.

This transaction will bring TSS under common ultimate ownership and control with FTMSC, but competition will be enhanced and in no way reduced. The markets in which the TSS subsidiaries compete are characterized by robust competition today. In the recent *Motient-SkyTerra Order*, the Commission found that MSS providers compete in the "domestic and international telecommunications markets." Therefore, "[i]n examining the MSS product markets, [the FCC] consider[s] whether the proposed transaction will lessen or enhance

competition in the provision of communications services within the markets in, to, or from the United States and foreign points.” The Commission further noted that in the United States, “several MSS providers operating in different bands offer multiple products including voice and data services in fixed and mobile environments to a variety of terminals (*e.g.*, hand-held terminals, or laptop-sized and larger terminals that can be transported from one location to another),” including MSV, Inmarsat, Globalstar, and Iridium, and that ICO and TMI also have spectrum reserved in the 2 GHz MSS band to provide MSS to U.S. consumers.¹⁰ In addition to these facilities-based providers, there are numerous MSS resellers. Furthermore, competing mobile telecommunications services are also offered in the United States by terrestrial wireless systems.¹¹ Likewise, the fixed satellite earth station services provided by Telenor Satellite compete with similar offerings by numerous other earth station licensees and with terrestrial wireline and wireless services.¹² Accordingly, the relevant service markets are recognized as highly competitive with numerous participating entities.

¹⁰ *Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee, Application for Authority to Transfer Control of Mobile Satellite Ventures Subsidiary LLC*, Memorandum Opinion and Order and Declaratory Ruling, DA 06-1872, ¶ 28 (rel. Sept. 15, 2006). *See also Telenor-Comsat Mobile Order*, 16 FCC Rcd at 22911 (“Currently, there are many competing mobile satellite services systems, including the Inmarsat [land earth station operators] and other carriers.”); *id.* at n. 101 (noting that competitors in the provision of mobile satellite services included not only Inmarsat resellers but also “alternative global mobile satellite systems such as Iridium and Globalstar”).

¹¹ *See generally Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, Eleventh Report, FCC 06-142, WT Docket No. 06-17 (2006).

¹² *See, e.g., Comsat Corporation, Petition Pursuant to Section 10(c) of the Communications Act of 1934, as amended, for Forbearance from Dominant Carrier Regulation and for Reclassification as a Non-Dominant Carrier*, Order and Notice of Proposed Rulemaking, 13 FCC Rcd 14083 (1998) at ¶¶ 115-116 (noting that earth station services exhibit competitive characteristics).

Further, apart from their recent acquisition of FTMSC, Apax France and its affiliates hold no interests in satellite services providers or in carriers operating in the U.S. FTMSC, like Telenor Satellite and TSSI, has pending applications for authority to provide BGAN services in the U.S., and also has special temporary authority to offer BGAN services on an interim basis.¹³ At least three other companies, BT Americas, MVS USA, and Stratos Communications, currently have similar authority,¹⁴ and there is no barrier to entry by additional BGAN distributors. Thus, there will continue to be multiple competitors offering BGAN services in the U.S., and the common ownership of FTMSC, Telenor Satellite and TSSI will not confer any market power on these entities that could result in harms to competition.¹⁵

C. The Transaction Is Consistent with Section 310(b)(4) of the Act

Indirect foreign ownership of a common carrier radio licensee is governed by the benchmark limits contained in Section 310(b)(4) of the Act. Specifically, Section 310(b)(4) of the Act states:

(b) No broadcast or common carrier or aeronautical en route or aeronautical fixed radio station license shall be granted to or held by ... (4) any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned by record or voted by aliens, their representative, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license.¹⁶

¹³ Apax France may decide to combine the operations of Telenor Satellite and FTMSC in the future in order to permit further efficiencies. However, if that is done, any necessary Commission authority for the combination would be sought in a future application. In any event, the only consequence in this country would be consolidation of the companies' BGAN distribution services.

¹⁴ See, e.g., Stratos Communications, File No. SES-STA-20060310-00419 (granted May 12, 2006).

¹⁵ As noted above, it is not relevant to this transaction that APW and APHL hold interests in Intelsat and other telecommunications operators. Apax France and its co-investing funds are independent of APW and APHL.

¹⁶ 47 U.S.C. § 301(b)(4)

In its *Foreign Participation Order*,¹⁷ the Commission determined that allowing indirect foreign investment in common carrier radio licensees beyond the 25 percent benchmark established by Section 310(b)(4) of the Act would promote competition in the U.S. market, thereby promoting the public interest. The Commission adopted a “strong presumption that no competitive concerns are raised by . . . indirect foreign investment” from entities from WTO member countries,¹⁸ unless granting the application would pose a “very high risk to competition” in a U.S. market that cannot be addressed by existing conditions the Commission places on U.S. international carriers considered dominant under its rules.¹⁹ The Commission determined that this open entry standard also applies to foreign investment in entities that hold authority pursuant to Section 214 of the Act.²⁰ Since the adoption of the *Foreign Participation Order*, the Commission has repeatedly permitted WTO foreign interests in FCC license and authorization holders, including 100 percent foreign ownership.²¹

¹⁷ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

¹⁸ *Voicestream Wireless Corp. or Omnipoint Corp, Transferors, and Voicestream Wireless Holding Company, Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Transferees, and Various Subsidiaries and Affiliates of Omnipoint Corp., Assignor, and Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Assignees, For Consent to Transfer of Control and Assignment of Licenses and Authorizations*, Memorandum Opinion & Order, 15 FCC Rcd 3341, 3348 (2000).

¹⁹ *Foreign Participation Order* at ¶¶ 50-52.

²⁰ *Id.* at ¶ 29.

²¹ See, e.g., *Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling Under Section 310 of the Communications Act of 1934, As Amended*, IB Docket No. 04-366, Order and Authorization, DA No. 04-4034, 19 FCC Rcd 24820 (2004); *Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to*

The Parties here seek a declaratory ruling that it is in the public interest for the TSS Subsidiaries to have indirect foreign ownership of up to and including 100%, which is in excess of the 25% benchmark under Section 310(b)(4) of the Act. As noted above, these entities are currently foreign owned, and the proposed transaction will result in replacing the foreign ownership by Telenor with foreign ownership by Inceptum.

Following consummation of the proposed transaction, Inceptum, the transferee, will be indirectly 100% owned by Apax France, Amboise, and Altamir. As explained previously and detailed in Attachment 2, these Investment Funds and their controlling individuals are organized under the laws of or are citizens of France, a WTO member country. In addition, Attachment 2 demonstrates that all known investors in these funds are from the U.S. or from WTO member countries.

As a result, the presumption that foreign ownership in excess of the benchmark is in the public interest applies here. Furthermore, as discussed above, the transaction raises no competitive concerns. Thus, the declaratory ruling requested here with respect to indirect foreign ownership is fully consistent with Commission precedent.

D. The Transaction Raises No National Security Concerns

The Parties have already initiated discussions with the Departments of Justice and Homeland Security and the FBI regarding the proposed transaction. In particular, Inceptum has advised these agencies that it is committed to ensuring continued compliance with the terms of the existing Network Security Agreement ("NSA") and Implementation Plan applicable to TSS. Applicants request that the Commission authorizations sought here be specifically conditioned upon compliance with the terms and conditions of the NSA.

Assign Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership, Authorizations Granted, IB Docket No. 04-235, Public Notice, DA 04-3418 (rel. Oct. 26, 2004).

IV. COMMISSION AUTHORIZATION SHOULD EXTEND TO PENDING APPLICATIONS

The TSS Subsidiaries currently have various applications and pleadings pending before the Commission, some of which may be granted while the instant Application is being considered. The TSS Subsidiaries may also file additional applications during that period. Accordingly, the Parties request that action on this application include authority for Inceptum to acquire control with respect to any and all authorizations issued or assigned to any of the TSS Subsidiaries prior to consummation of the proposed transaction, all applications, petitions, or other filings pending at the time of consummation, and all special temporary authorizations held by the TSS Subsidiaries or applications for special temporary authority that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.²² Following the closing of the proposed transaction, the TSS Subsidiaries will supplement their pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect their new ownership structure.²³

Further, pursuant to Sections 1.927(h), 1.929(a)(2), and 25.116(b)(4) of the Commission's Rules, 47 C.F.R. §§ 1.927(h), 1.929(a)(2), and 25.116(b)(4), to the extent

²² See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WT Docket No. 04-70, 19 FCC Rcd 21522, 21626, ¶¶ 69-71 (2004); *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, For Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, File No. NSD-L-96-10, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097, ¶¶ 246-48 (1997) ("NYNEX/ Bell Atlantic"); *Applications of Pacific Telesis Group and SBC Communications Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665, ¶¶ 92-93 (1997); *In re Applications of Craig O. McCaw and AT&T*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n. 300 (1994).

²³ The TSS Subsidiaries currently have pending several applications for permanent authority to provide services via the Inmarsat 4F2 satellite. The TSS Subsidiaries will be amending these applications shortly to reflect the proposed new ownership.

necessary²⁴ the Parties request a blanket exemption from any applicable cut-off rules in cases where the TSS Subsidiaries file amendments to pending applications to reflect consummation of the proposed transfer of control. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of the TSS Subsidiaries would not be treated as major amendments. The scope of the transaction between the parties demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of such application would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving similar transactions.²⁵

²⁴ At least with respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission has previously found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. See *Applications of Ameritech Corp. and GTE Consumer Services Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 6667, 6668 n.6 (1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 10604, 10605 n.3 (1999).

²⁵ See, e.g. *NYNEX/ Bell Atlantic*, 12 FCC Rcd at 20092, ¶ 234.

V. REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

The Applicants request this proceeding be designated "permit but disclose" under the Commission's rules controlling *ex parte* presentations. 47 C.F.R. § 1.1200 *et seq.* Designation as a "permit but disclose" proceeding under Section 1.1206 will serve the public interest by facilitating the development of a complete record upon which a well-reasoned decision can be made.

CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant the transfer of control authority and issue the declaratory ruling sought herein to permit Inceptum to acquire TSS and the TSS Subsidiaries.

Respectfully submitted,

Inceptum 1 AS, Transferee

Telenor ASA, Transferor

By: /s/ Bertrand Pivin
Chairman of the Board

By: /s/ Pål Wien Espen
General Counsel

Inceptum 1 AS
Dronning Mauds gate 11
0201 Oslo
Norway
Phone: 44-20-7356-5000

Telenor ASA
Snarøyveien 30
N-1331 Fornebu
Norway
Phone: 47 810 77 000 / +47 678 90 000
Fax: 47 6789 2432

Peter Rohrbach
Karis Hastings
Hogan & Hartson L.L.P.
555 13th Street, N.W.
Washington, D.C. 20004
Phone: 202-637-5600
Fax: 202-637-5910

Nancy J. Victory
Chin Yoo
Wiley Rein & Fielding LLP
1776 K Street NW
Washington, D.C. 20006
Phone: 202-719-7000
Fax: 202-719-7049

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